

RICHMOND LEASING COMPANY

Equipment Trust, Series One and Two

BILL OF SALE

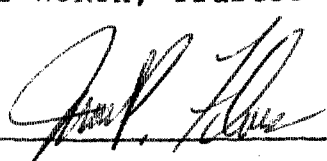
THIS CONTRACT, dated as of the 30th day of September, 1974, by and between The First National Bank of Fort Worth, a national banking association organized and existing under the laws of the United States, as Trustee (hereinafter called "Seller") pursuant to Richmond Leasing Company Equipment Trusts, Series One, dated as of November 1, 1970 and Series Two, dated as of July 1, 1971, and Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Buyer").

In consideration of \$10 in hand paid, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer AS IS-WHERE IS the railroad cars (the "Railroad Cars") described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the Railroad Cars and that the Railroad Cars are free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B, but MAKES NO FURTHER REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, OF MERCHANTABILITY, FITNESS FOR PURPOSE, OR OTHERWISE, CONCERNING THE RAILROAD CARS.


THE FIRST NATIONAL BANK OF
FORT WORTH, Trustee

By


VICE-PRESIDENT & TRUST OFFICER

(SEAL)

ATTEST:


TRUST ADMINISTRATIVE OFFICER

THE STATE OF TEXAS §

COUNTY OF TARRANT §

Before me, the undersigned, a Notary Public in and for said County and State, on this day personally appeared James P. Flores, VICE-PRESIDENT & TRUST OFFICER of THE FIRST NATIONAL BANK OF FORT WORTH, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of THE FIRST NATIONAL BANK OF FORT WORTH, a national banking association organized and existing under the laws of the United States, and that he executed the same as the act of such bank in its capacity as therein stated, and the purposes and consideration therein expressed, and in his capacity therein stated.

GIVEN UNDER MY HAND AND THE SEAL OF OFFICE, this the 30th day of September, 1974.

Kristi Lynn Cummings
Notary Public in and for
County, T E X A S

Kristi Lynn Cummings, Notary Public
Tarrant County, Texas

My Commission Expires June 1, 1975

EXHIBIT A

RICHMOND LEASING COMPANY
SALE OF TANK CARS TO TYLER CORPORATION

<u>Lessee</u>	<u>Quantity</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed and Car Numbers</u>
Shell Oil Company	40	DOT112A340W	33,500	RTMX 3000 thru 3039
U.S. Industrial Chemical Company	1	DOT112A340W	33,500	RTMX 3040
Shell Oil Company	32	DOT112A340W	33,500	RTMX 3041 thru 3072

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated July 1, 1970 between Richmond Leasing Company and Shell Oil Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
40	33,500 Gallons DOT112A340W	RTMX 3000 thru 3039

2. Tank Car Lease and Service Contract dated November 1, 1970 between Richmond Leasing Company and U.S. Industrial Chemical Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
1	33,500 Gallons DOT112A340W	RTMX 3040

3. Tank Car Lease and Service Contract dated April 1, 1972 between Richmond Leasing Company and Shell Oil Company covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
32	33,500 Gallons DOT112A340W	RTMX 3041 thru 3072